

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No.: 18-23538 (RDD)

(Jointly Administered)

**ORDER GRANTING MOTION OF HANKOOK TIRE AMERICA
CORP.'S MOTION FOR RELIEF FROM (A) THE ORDER (I) APPROVING
THE ASSET PURCHASE AGREEMENT AMONG SELLERS AND BUYER,
(II) AUTHORIZING THE SALE OF CERTAIN OF THE DEBTORS' ASSETS
FREE AND CLEAR OF LIENS, CLAIMS INTERESTS AND ENCUMBRANCES,
(III) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN
EXECUTORY CONTRACTS, AND LEASES IN CONNECTION THEREWITH
AND (IV) GRANTING RELATED RELIEF; AND (B) RELATED SALE
AND ASSUMPTION/ASSIGNMENT PLEADINGS AND ORDERS**

Upon the *Motion of Hankook Tire America Corp. For Relief From (A) The Order (I) Approving The Asset Purchase Agreement Among Sellers And Buyer, (II) Authorizing The Sale Of Certain Of The Debtors' Assets Free And Clear Of Liens, Claims Interests And Encumbrances, (III) Authorizing The Assumption And Assignment Of Certain Executory Contracts, And Leases In Connection Therewith And (IV) Granting Related Relief; And (B) Related Sale And Assumption/Assignment Pleadings And Orders* (the "Motion"); and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and all objections to the Motion, if any, having been withdrawn, resolved, or overruled; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having determined the legal and factual basis set forth in the Motion establish just

cause for the relief granted herein; and upon the record of the hearing on October 23, 2019; and after due deliberation and sufficient cause appearing therefor, it is:

ORDERED that the Motion is GRANTED; and it is further

ORDERED that nothing contained in the Sale Order,¹ or any related pleading/order, shall alter, amend, modify, limit or adversely affect any right of recoupment or setoff that Hankook had prior to the entry of the Sale Order including Hankook's rights to assert recoupment or setoff as a defense to any claim made by Transform or the Debtors with respect to the Subsidy Credits; and it is further

ORDERED that this Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: October __, 2019
New York, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

¹ All undefined capitalized terms used herein shall have the meaning ascribed to them in the Motion.